

UNITED STATES BANKRUPTCY COURT

Southern DISTRICT OF New York

In Re. Celsius Mining LLC

§
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§

Case No. 22-10968

Lead Case No. 22-10964

Debtor(s)

☒ Jointly Administered

Monthly Operating Report

Chapter 11

Reporting Period Ended: 07/31/2022

Petition Date: 07/13/2022

Months Pending: 1

Industry Classification:

5	2	3	9
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Reporting Method:

Accrual Basis ☒

Cash Basis ☐

Debtor's Full-Time Employees (current):

6

Debtor's Full-Time Employees (as of date of order for relief):

7

Supporting Documentation (check all that are attached):

(For jointly administered debtors, any required schedules must be provided on a non-consolidated basis for each debtor)

- ☒ Statement of cash receipts and disbursements
- ☒ Balance sheet containing the summary and detail of the assets, liabilities and equity (net worth) or deficit
- ☒ Statement of operations (profit or loss statement)
- ☐ Accounts receivable aging
- ☐ Postpetition liabilities aging
- ☐ Statement of capital assets
- ☐ Schedule of payments to professionals
- ☒ Schedule of payments to insiders
- ☐ All bank statements and bank reconciliations for the reporting period
- ☐ Description of the assets sold or transferred and the terms of the sale or transfer

/s/ Joshua A. Sussberg

Signature of Responsible Party

09/20/2022

Date

Joshua A. Sussberg, P.C.

Printed Name of Responsible Party

601 Lexington Avenue, New York, New York 10022

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name Celsius Mining LLC

Case No. 22-10968

Part 1: Cash Receipts and Disbursements		Current Month	Cumulative
a.	Cash balance beginning of month	\$72,715,639	
b.	Total receipts (net of transfers between accounts)	\$0	\$0
c.	Total disbursements (net of transfers between accounts)	\$9,170,534	\$9,170,534
d.	Cash balance end of month (a+b-c)	\$63,545,105	
e.	Disbursements made by third party for the benefit of the estate	\$0	\$0
f.	Total disbursements for quarterly fee calculation (c+e)	\$9,170,534	\$9,170,534

Part 2: Asset and Liability Status (Not generally applicable to Individual Debtors. See Instructions.)		Current Month
a.	Accounts receivable (total net of allowance)	\$0
b.	Accounts receivable over 90 days outstanding (net of allowance)	\$0
c.	Inventory (Book <input type="radio"/> Market <input type="radio"/> Other <input checked="" type="radio"/> (attach explanation))	\$0
d.	Total current assets	\$398,478,270
e.	Total assets	\$691,782,551
f.	Postpetition payables (excluding taxes)	\$3,267,201
g.	Postpetition payables past due (excluding taxes)	\$0
h.	Postpetition taxes payable	\$0
i.	Postpetition taxes past due	\$0
j.	Total postpetition debt (f+h)	\$3,267,201
k.	Prepetition secured debt	\$0
l.	Prepetition priority debt	\$0
m.	Prepetition unsecured debt	\$670,798,854
n.	Total liabilities (debt) (j+k+l+m)	\$674,066,055
o.	Ending equity/net worth (e-n)	\$17,716,496

Part 3: Assets Sold or Transferred		Current Month	Cumulative
a.	Total cash sales price for assets sold/transferred outside the ordinary course of business	\$0	\$0
b.	Total payments to third parties incident to assets being sold/transferred outside the ordinary course of business	\$0	\$0
c.	Net cash proceeds from assets sold/transferred outside the ordinary course of business (a-b)	\$0	\$0

Part 4: Income Statement (Statement of Operations) (Not generally applicable to Individual Debtors. See Instructions.)		Current Month	Cumulative
a.	Gross income/sales (net of returns and allowances)	\$5,595,574	
b.	Cost of goods sold (inclusive of depreciation, if applicable)	\$7,721,857	
c.	Gross profit (a-b)	\$-2,126,283	
d.	Selling expenses	\$0	
e.	General and administrative expenses	\$715,108	
f.	Other expenses	\$-59,121	
g.	Depreciation and/or amortization (not included in 4b)	\$569	
h.	Interest	\$3,703,025	
i.	Taxes (local, state, and federal)	\$0	
j.	Reorganization items	\$0	
k.	Profit (loss)	\$-6,485,864	\$-6,485,864

Debtor's Name Celsius Mining LLC

Case No. 22-10968

Part 5: Professional Fees and Expenses

			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative	
a.	Debtor's professional fees & expenses (bankruptcy) <i>Aggregate Total</i>						
	<i>Itemized Breakdown by Firm</i>						
		Firm Name	Role				
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UST Form 11-MOR (12/01/2021)

Debtor's Name Celsius Mining LLC

Case No. 22-10968

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b.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
	Debtor's professional fees & expenses (nonbankruptcy) <i>Aggregate Total</i>					
	<i>Itemized Breakdown by Firm</i>					
	Firm Name	Role				
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Debtor's Name Celsius Mining LLC

Case No. 22-10968

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Debtor's Name Celsius Mining LLC

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Debtor's Name Celsius Mining LLC

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c.	All professional fees and expenses (debtor & committees)						

Part 6: Postpetition Taxes**Current Month****Cumulative**

a.	Postpetition income taxes accrued (local, state, and federal)	\$0	\$0
b.	Postpetition income taxes paid (local, state, and federal)	\$0	\$0
c.	Postpetition employer payroll taxes accrued	\$2,632	\$2,632
d.	Postpetition employer payroll taxes paid	\$2,632	\$2,632
e.	Postpetition property taxes paid	\$0	\$0
f.	Postpetition other taxes accrued (local, state, and federal)	\$0	\$0
g.	Postpetition other taxes paid (local, state, and federal)	\$0	\$0

Part 7: Questionnaire - During this reporting period:

- a. Were any payments made on prepetition debt? (if yes, see Instructions) Yes ☒ No ☐
- b. Were any payments made outside the ordinary course of business without court approval? (if yes, see Instructions) Yes ☐ No ☒
- c. Were any payments made to or on behalf of insiders? Yes ☒ No ☐
- d. Are you current on postpetition tax return filings? Yes ☒ No ☐
- e. Are you current on postpetition estimated tax payments? Yes ☒ No ☐
- f. Were all trust fund taxes remitted on a current basis? Yes ☒ No ☐
- g. Was there any postpetition borrowing, other than trade credit? (if yes, see Instructions) Yes ☐ No ☒
- h. Were all payments made to or on behalf of professionals approved by the court? Yes ☐ No ☐ N/A ☒
- i. Do you have:
- Worker's compensation insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- Casualty/property insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- General liability insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- j. Has a plan of reorganization been filed with the court? Yes ☐ No ☒
- k. Has a disclosure statement been filed with the court? Yes ☐ No ☒
- l. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Debtor's Name Celsius Mining LLC

Case No. 22-10968

Part 8: Individual Chapter 11 Debtors (Only)

- | | | |
|--|-------|-----|
| a. Gross income (receipts) from salary and wages | _____ | \$0 |
| b. Gross income (receipts) from self-employment | _____ | \$0 |
| c. Gross income from all other sources | _____ | \$0 |
| d. Total income in the reporting period (a+b+c) | _____ | \$0 |
| e. Payroll deductions | _____ | \$0 |
| f. Self-employment related expenses | _____ | \$0 |
| g. Living expenses | _____ | \$0 |
| h. All other expenses | _____ | \$0 |
| i. Total expenses in the reporting period (e+f+g+h) | _____ | \$0 |
| j. Difference between total income and total expenses (d-i) | _____ | \$0 |
| k. List the total amount of all postpetition debts that are past due | _____ | \$0 |
- l. Are you required to pay any Domestic Support Obligations as defined by 11 U.S.C § 101(14A)? Yes ☐ No ☒
- m. If yes, have you made all Domestic Support Obligation payments? Yes ☐ No ☐ N/A ☒

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information, and provision of this information is mandatory under 11 U.S.C. §§ 704, 1106, and 1107. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6). The United States Trustee will also use this information to evaluate a chapter 11 debtor's progress through the bankruptcy system, including the likelihood of a plan of reorganization being confirmed and whether the case is being prosecuted in good faith. This information may be disclosed to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Monthly Operating Report and its supporting documentation are true and correct and that I have been authorized to sign this report on behalf of the estate.

/s/ Christopher Ferraro

Signature of Responsible Party

Chief Financial Officer

Title

Christopher Ferraro

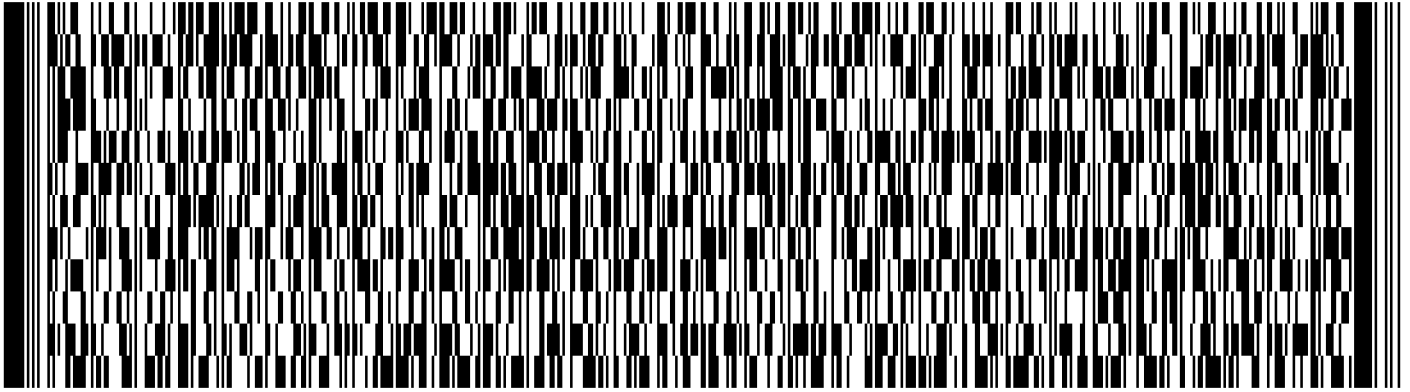
Printed Name of Responsible Party

09/20/2022

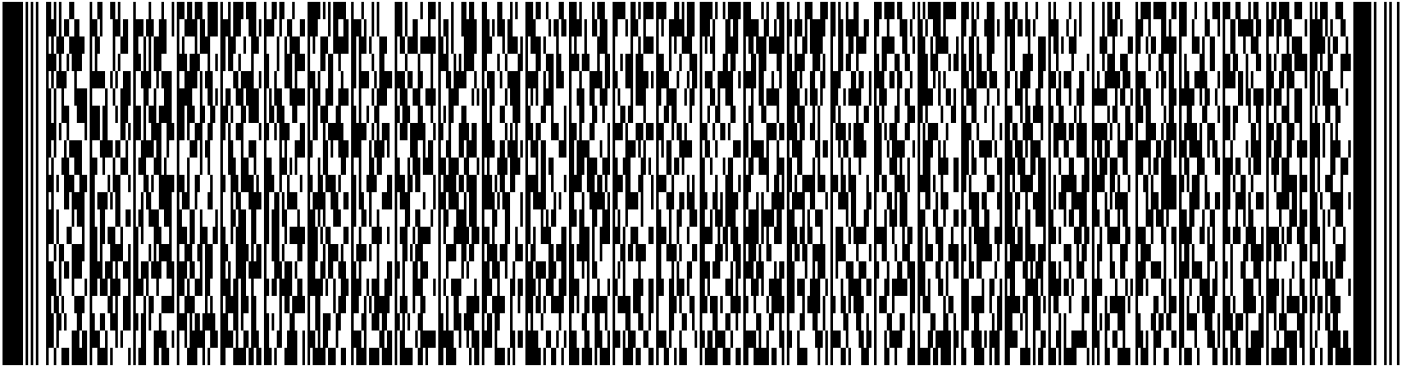
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Debtor's Name Celsius Mining LLC

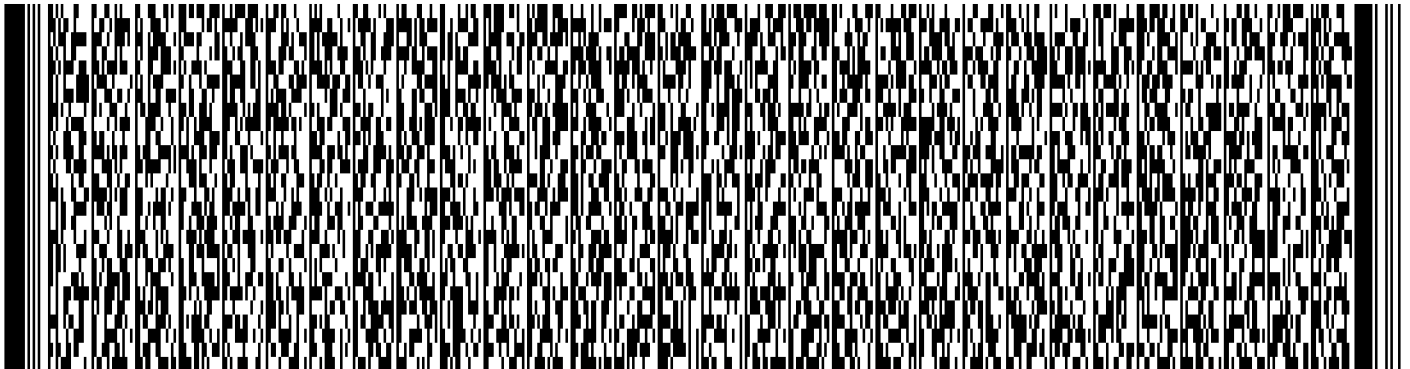
Case No. 22-10968



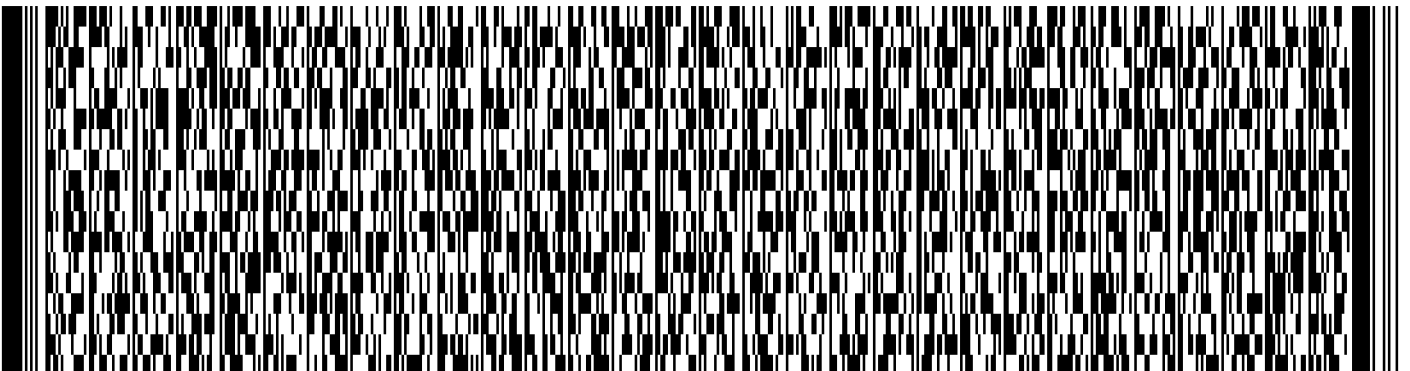
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Debtor's Name Celsius Mining LLC

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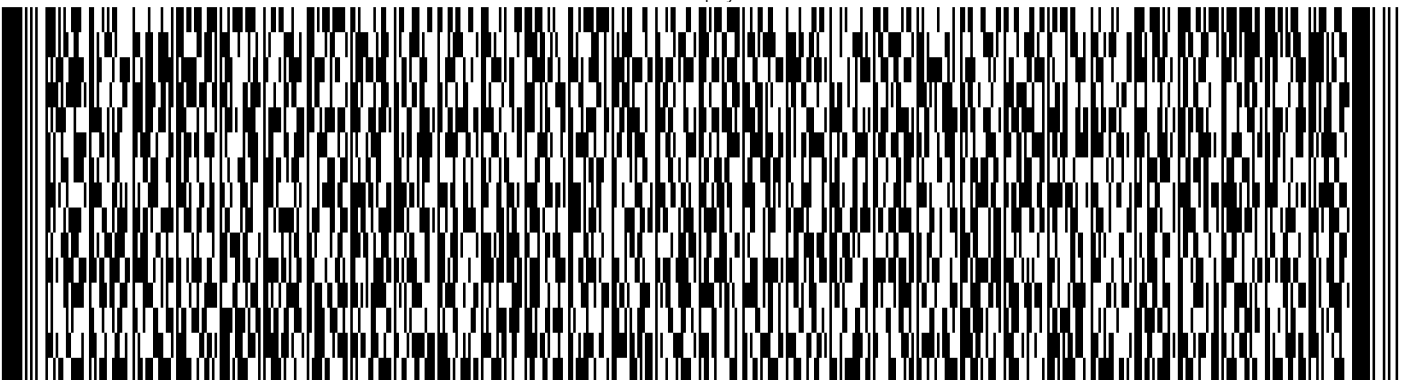
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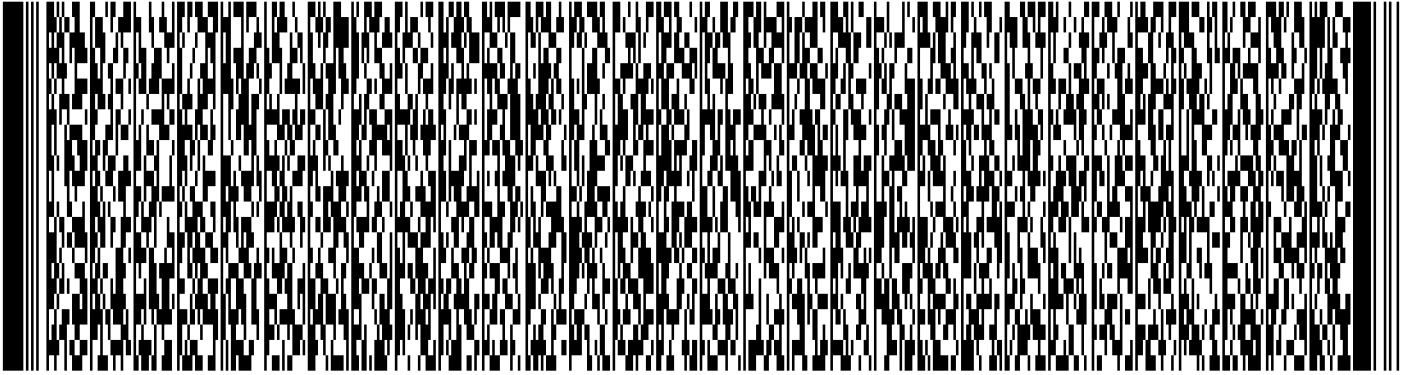
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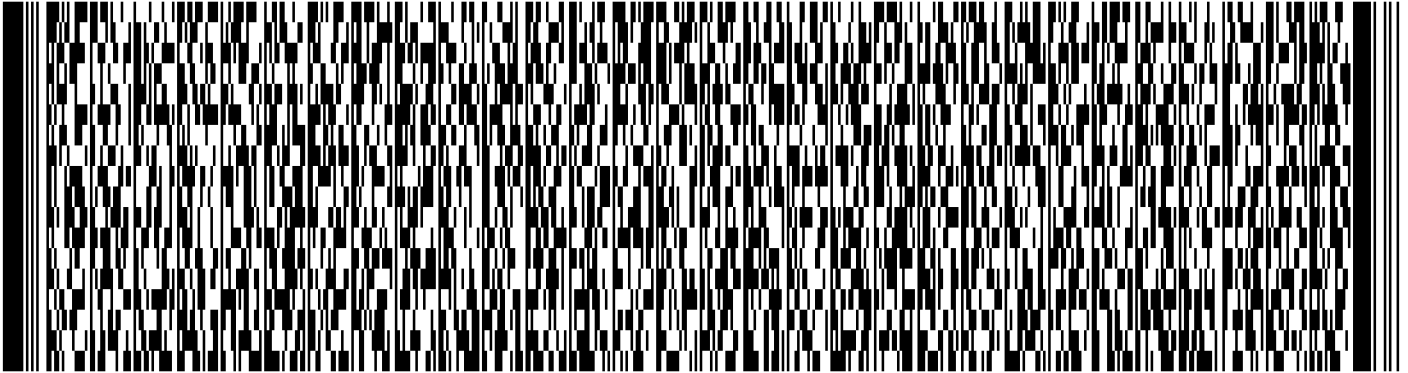
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Debtor's Name Celsius Mining LLC

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General Notes

On July 13, 2022 (the “Petition Date”), Celsius Network LLC (“Celsius”) and certain of its affiliates, as debtors and debtors in possession (the “Debtors”), filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the Southern District of New York (the “Court”). The Chapter 11 Cases are being jointly administered for procedural purposes only under the lead case *In re Celsius Network LLC*, Case No. 22-10964 (MG) (Bankr. S.D.N.Y.) pursuant to an order entered by the Court on July 19, 2022 [Docket No. 53]. On July 27, 2022, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102(a) of the Bankruptcy Code [Docket No. 241]. On September 14, 2022, the Court entered an order authorizing the appointment of an examiner [Docket No. 820]. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Additional information about the Chapter 11 Cases, court filings, and claims information is available at the Debtors’ restructuring website: <https://cases.stretto.com/Celsius/>.

General Methodology

The Debtors are filing their Monthly Operating Report (“MOR”) solely for the purpose of complying with the monthly operating requirements applicable in the Debtors’ Chapter 11 Cases. The financial information contained herein is presented on a preliminary and unaudited basis, limited in scope, and as such, has not been subject to procedures that would typically be applied to financial statements in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) or International Financial Reporting Standards (“IFRS”) and does not include all of the information and footnotes required by U.S. GAAP. The MOR should not be relied upon by any persons for information relating to current or future financial condition, events, or performance of any of the Debtors or their affiliates, as the results of operations contained herein are not necessarily indicative of results which may be expected from any other period or for the full year, and may not necessarily reflect the combined results of operations, financial position, and schedule of receipts and disbursements in the future. There can be no assurance that such information is complete, and the MOR may be subject to revision. The following notes, statements, and limitations should be referred to, and referenced in connection with, any review of the MOR.

Basis of Presentation

The financial information contained herein is presented per Celsius’ books and records without, among other things, all adjustments or reclassifications that may be necessary or typical with respect to consolidating financial statements or in accordance with U.S. GAAP or IFRS. In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors have made commercially reasonable efforts to ensure the accuracy and completeness of the MOR, subsequent information or discovery may result in material changes to the MOR. As a result, inadvertent errors or omissions may exist. For the avoidance of doubt, nothing contained herein shall constitute a waiver of any rights of the Debtors, including the right to amend the information contained herein,

and the Debtors hereby reserve all of their rights, including to amend and/or supplement the MOR as may be necessary or appropriate.

Reservation of Rights

Nothing contained in this MOR shall constitute a waiver or admission by the Debtors in any respect nor shall this MOR or any information set forth herein waive or release any of the Debtors' rights or admission with respect to the Chapter 11 Cases, or their estates, including with respect to, among other things, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of the Bankruptcy Code and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers. The Debtors are reviewing their assets and liabilities on an ongoing basis, including, without limitation, with respect to intercompany claims and obligations, and nothing contained in this MOR shall constitute a waiver of any of the Debtors' or their affiliates' rights with respect to such assets, liabilities, claims, and obligations that may exist.

Currency

The amounts herein are presented in United States dollars, rounded to the nearest thousand, unless otherwise stated.

Notes to Part 1:

- Cash receipts and disbursements related to intercompany transfers among the Debtors are included with total cash receipts.

Notes to Part 2

- Totals do not include intercompany eliminations for account balances among Debtor and non-Debtor affiliates.
- Prepetition liabilities reflect liabilities included in Liabilities Subject to Compromise on the Debtors' balance sheets, as well as other liabilities which may be uncompromised pursuant to the relief granted via the Debtors' various final first day orders. Prepetition and post-petition balances of uncompromised liabilities are an estimate given that the Debtors do not have processes in place to close their books and records during the middle of the month.

Notes to Part 4:

- The first filed MOR income statement and activity is generally displayed on a pro-rated basis, in accordance with the number of days between the Petition Date and the end of the reporting period, except where more precise data is readily available.

Notes to Part 5:

- The Debtors will pay retained professionals in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 521].

Notes to Part 7:

- Pursuant to the relief requested under certain “first day motions” and their respective interim and final orders, certain payments have been made on account of prepetition obligations have been made as they come due in the ordinary course, including employee-related obligations and lien claimant, foreign vendor, and critical vendor obligations. Where applicable, details of these payments have been delivered to the required notice parties pursuant to the reporting requirements contained within the final first day orders.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Celsius Network LLC
Case No.: 22-10964
July 14-31st 2022 Cash Receipts and Disbursements

\$ in USD (000's)

Case No.:		22-10966	22-10968	22-10965	22-10964	22-10970	22-10969	22-10971	22-10967
Debtor:	Combined Debtor Entities	Celsius Network Limited	Celsius Mining LLC	Celsius Network Inc.	Celsius Network LLC	Celsius Lending LLC	Celsius Networks Lending LLC	Celsius US Holding LLC	Celsius KeyFi LLC
Beginning Cash Balance ⁽¹⁾	\$ 137,347	\$ 63,055	\$ 72,716	\$ 285	\$ 1,079	\$ 77	\$ 135	\$ --	\$ --
Receipts	2,665	2,630	--	--	35	1	--	--	--
Disbursements	(10,182)	(777)	(9,171)	(0)	(235)	--	--	--	--
Ending Cash Balance	\$ 129,830	\$ 64,908	\$ 63,545	\$ 285	\$ 879	\$ 78	\$ 135	\$ --	\$ --

(1) The Beginning Cash Balance for the Combined Debtor Entities differs from the "Bank Cash" amounts listed in the Consolidated Assets & Liabilities, as of July 13, 2022 in the *Declaration of Alex Mashinsky, Chief Executive Officer of Celsius Network LLC, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 23] due to certain pending transactions that were later reconciled and because the "Bank Cash" included cash held by non-Debtor affiliates.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Celsius Network LLC
Case No.: 22-10964
July 14-31st 2022 Income Statement

\$ in USD (000's)

Case No:	22-10966	22-10968	22-10965	22-10964	22-10969	22-10970	22-10971	22-10967
Debtor:	Celsius Network Limited	Celsius Mining LLC	Celsius Network Inc.	Celsius Network LLC	Celsius Networks Lending LLC	Celsius Lending LLC	Celsius US Holding LLC	Celsius KeyFi LLC
Income from Deployed Assets	(2,796)	—	—	1,184	—	—	—	—
Lending Income	8,703	—	—	—	115	356	493	—
Crypto Realized and Unrealized Gains / (Losses)	(25,605)	59	—	(1,070,999)	(44,976)	(160,861)	—	—
Other Revenue	14,899	5,596	—	35	—	—	—	—
Total Revenue	(4,799)	5,655	—	(1,069,780)	(44,861)	(160,505)	493	—
Provision for Doubtful Accounts/Writeoffs	—	—	—	(20,897)	—	—	—	—
Borrowing Expense	2,728	3,703	—	—	—	—	1,225	—
Wages & Benefits	326	208	—	1,283	—	165	—	—
General & Administrative Expenses	4,128	8,230	590	434	—	—	—	—
Taxes (excl. payroll tax)	4	—	—	—	—	—	—	—
Other Expenses	136	—	9	432	—	(0)	—	—
Total Expenses	7,323	12,141	600	2,149	—	165	1,225	—
Restructuring Charges	—	—	—	—	—	—	—	—
Net Income⁽¹⁾	(12,122)	(6,486)	(600)	(1,092,826)	(44,861)	(160,670)	(733)	—

(1) Intangible assets are remeasured through equity, while intangible liabilities are remeasured through the income statement, and as such certain changes in liabilities are offset in changes in equity.
For period 7/14 to 7/31, the change in intangible assets was ~\$888mm. The price of Bitcoin increased 15.5% during the period.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Celsius Network LLC

Case No.: 22-10964

July 31, 2022 Unconsolidated Balance Sheet

\$ in USD (000's)

	Case No:	22-10966	22-10968	22-10965	22-10964	22-10970	22-10969	22-10971	22-10967
		Celsius Network		Celsius Network		Celsius Lending	Celsius Networks	Celsius US Holding	
Debtor:		Limited	Celsius Mining LLC	Inc.	Celsius Network LLC	LLC	Lending LLC	LLC	Celsius KeyFi LLC
Bank Balances		64,908	63,545	285	879	78	135	—	—
Investments		49,635	—	—	—	—	—	—	—
Cryptocurrency Holdings		2,090,090	8,058	—	1,422,962	—	—	—	—
Loans Receivable (current)		544,259	—	2	—	153,699	52,338	—	—
Loan Loss Reserve		(360,418)	—	—	—	—	—	—	—
Intercompany Receivables		3,864,498	14	17,870	13,118,529	2,112,869	1,041,391	3,096	4,632
Other Current Assets		6,200	326,861	10,990	20,821	3,393	2,977	197	—
Total Current Assets		6,259,171	398,478	29,147	14,563,191	2,270,039	1,096,842	3,293	4,632
Fixed Assets		0	293,304	—	957	—	—	—	—
Loans Receivable (long term)		—	—	—	—	166,970	36,799	—	—
Other Assets		569,961	—	55,072	—	—	—	833,600	—
Total Assets		6,829,133	691,783	84,219	14,564,147	2,437,009	1,133,641	836,893	4,632
Accounts Payable		1,834	2,759	161	6,423	30	—	—	—
Accrued Expenses		114,807	1,392	421	2,062	—	—	—	—
User Balances		9,839	—	—	5,419,705	—	—	—	—
Borrowings		85,242	—	—	3,224	—	—	—	—
Collateral Payable		72,858	—	—	—	767,015	201,566	—	—
Intercompany Payables		12,902,833	3,259	32,770	4,600,716	1,230,230	525,351	128,192	1
Total Current Liabilities		13,187,412	7,410	33,353	10,032,130	1,997,276	726,917	128,192	1
Other Long Term Liabilities		314,709	11,048	—	15,595	—	—	—	28,335
Intercompany Payables		—	655,607	—	—	—	—	—	—
Total Liabilities		13,502,120	674,066	33,353	10,047,726	1,997,276	726,917	128,192	28,335
Total Equity		(6,672,988)	17,716	50,867	4,516,422	439,733	406,724	708,701	(23,703)
Total Liabilities & Equity		6,829,133	691,783	84,219	14,564,147	2,437,009	1,133,641	836,893	4,632
Memo: Liab. Subj. to Compromise ⁽¹⁾		13,499,893	670,799	33,347	8,925,112	1,838,344	681,987	126,967	28,335

(1) Included in liabilities shown above

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: Celsius Network LLC

Case No.: 22-10964

July 14-31st 2022 Payments to Insiders

\$ in USD

Employee	Debtor	Debtor	Payment Type	Amount
David Albert	Chief Admin. Officer, Mining	Celsius Mining LLC	Wages	\$10,769
Jenny Fan	Chief Financial Officer, Mining	Celsius Mining LLC	Wages	\$11,538
Patrick Holert	Chief Operating Officer, Mining	Celsius Mining LLC	Wages	\$10,577
Quinn Lawlor	Chief Strategy Officer, Mining	Celsius Mining LLC	Wages	\$9,615
David Barse	Director	Celsius Network Limited	Wages	–
Alan Carr	Director	Celsius Network Limited	Wages	–
Alex Mashinsky	Chief Executive Officer	Celsius Network LLC	Wages	\$19,231
Aslihan Denizkurdu	Chief Operating Officer	Celsius Network LLC	Wages	\$72,842
Christopher Ferraro	Chief Financial Officer	Celsius Network LLC	Wages	\$23,077
Guillermo Bodnar	Chief Technology Officer	Celsius Network LLC	Wages	\$19,231
Nuke Goldstein	President, Celsius Labs	Celsius Network LLC	Wages	\$13,077
Oren Blonstein	Chief Compliance Officer	Celsius Network LLC	Wages	\$10,577
Rod Bolger	Ex-Chief Financial Officer	Celsius Network LLC	Wages	\$28,846
Rodney Sunada-Wong	Chief Risk Officer	Celsius Network LLC	Wages	\$12,308
Ron Deutsch	General Counsel	Celsius Network LLC	Wages	\$12,308
Adrian Alisie	Head of Business Operations	Celsius Network LLC	Wages	\$11,538
Trunshedda Ramos	Chief Human Resources Officer	Celsius Network LLC	Wages	\$10,577

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Celsius Network LLC
Case No.: 22-10964
July 14-31st 2022 Prepetition Payments

<i>\$ in USD (000's)</i>		Total July Spend			Total July Spend	Remaining Relief
Category	Final Order Relief	22-10966 Celsius Network Limited	22-10968 Celsius Mining LLC	22-10964 Celsius Network LLC		
Wages	1,095,000	261,591	-	48,403	309,993	785,007
Critical Vendors	6,523,422	241,070	75,420	-	316,490	6,206,932
Insurance		-	-	-	-	-
Taxes	22,028,200	-	-	-	-	22,028,200